

SAUER BRAD T
Form 5
January 15, 2010

FORM 5

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person *
SAUER BRAD T

2. Issuer Name and Ticker or Trading Symbol
3M CO [MMM]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EXEC VP HEALTH CARE

(Last) (First) (Middle)

3M CENTER

(Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2009

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Reporting (check applicable line)

ST. PAUL, MN 55144-1000

Form Filed by One Reporting Person
 Form Filed by More than One Reporting Person

| Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned | | | | | | | | | |
|--|--------------------------------------|--|--------------------------------|---|------------|--|--|---|----------------|
| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | 5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) | |
| | | | | Amount | (A) or (D) | Price | | | |
| Common Stock | 11/03/2009 | ^ | G | 240 | D | \$ 0 | 53,442 | D | ^ |
| Common Stock | 12/31/2009 | ^ | J ⁽¹⁾ | 25,481 | D | \$ ⁽²⁾ | 27,961 | D | ^ |
| Common Stock | 12/31/2009 | ^ | J ⁽¹⁾ | 12,937 | D | \$ ⁽²⁾ | 15,024 | D | ^ |
| Common Stock | ^ | ^ | ^ | ^ | ^ | ^ | 1,396 ⁽³⁾ | I | By 401k/paesop |

Trust

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| | | | | | (A) (D) | Date Exercisable Expiration Date | Title | |
| Restricted Stock Units | Â | 12/31/2009 | Â | J ⁽¹⁾ | 25,481 Â | Â ⁽⁴⁾ Â ⁽⁴⁾ | Common Stock | 25,481 |
| Restricted Stock Units | Â | 12/31/2009 | Â | J ⁽¹⁾ | 12,937 Â | Â ⁽⁵⁾ Â ⁽⁵⁾ | Common Stock | 12,937 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| SAUER BRAD T 3M CENTER ST. PAUL, MN 55144-1000 | Â | Â | Â EXEC VP HEALTH CARE | Â |

Signatures

George Ann Biros, attorney-in-fact for Brad T. Sauer
Date: 01/15/2010

 **Signature of Reporting Person

 Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Due to reporting automation changes instituted by Issuer's stock plan vendor, the reporting person's restricted stock units will be reported on Table II going forward. This transaction indicates the number of restricted stock units that will be transferred to Table II.
- (2) Each restricted stock unit represents a contingent right to receive one share of 3M common stock.
- (3) Includes shares acquired during the fiscal year pursuant to the 3M Voluntary Investment Plan.

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- (4) The restricted stock units will vest 100% three years from the grant date (3/3/2008).
- (5) The restricted stock units will vest 100% three years from the grant date (2/9/2009).

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.